

14863-JJ
14863-KK

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CARL C. DAVIS*
CHARLES T. KAPPLER
JOHN H. DOYLE*
GEORGE JOHN KETO*
MILTON C. GRACE*
JAMES C. MARTIN, JR.*

*NOT A MEMBER OF D.C. BAR
*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN OHIO
*ALSO ADMITTED IN MARYLAND

LAW OFFICES
ALVORD AND ALVORD
200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N.W.
WASHINGTON, D.C.
20006-2973

OF COUNSEL
JESS LARSON
JOHN L. INGOLDSBY
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

TELEPHONE
AREA CODE 202
393-2266

TELEX
440367 A AND A

RECORDATION NO. 14863-KK

AUG 29 1988-10 20 AM

INTERSTATE COMMERCE COMMISSION
August 29, 1988

RECORDATION NO. 14863-JJ

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

AUG 29 1988-10 20 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two fully executed copies of (1) a Supplement No. 17 dated August 26, 1988 to Schedule B Annexed to Bridge Loan, Chattel Mortgage and Security Agreement, dated December 13, 1985, between ACF Industries, Incorporated, Debtor, and Norstar Bank, Individually and as Agent (the "Loan Agreement") and (2) a Supplement No. 17 dated August 26, 1988 to Schedule I Annexed to Assignment of Leases, dated as of December 13, 1985, by ACF Industries, Incorporated, Assignor, to Norstar Bank, as Agent (the "Lease Assignments").

The enclosed secondary documents relate to the Loan Agreement and the Lease Assignments, which were duly filed and recorded at 12:10 p.m. on December 16, 1985 and assigned Recordation Numbers 14863 and 14863-A, respectively.

The names and addresses of the parties to the enclosed documents are:

Mortgagor/Assignor: ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Missouri 63045

Mortgagee/Assignee: Norstar Bank
40 Main Street
Hempstead, New York 11531

100 OFFICE OF
THE SECRETARY
AUG 29 10 21 AM '88
PHOTOGRAPHY UNIT

Counterpart - C.T. Kappler

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
August 29, 1988
Page Two

A description of the railroad equipment covered by the enclosed documents is set forth in Exhibit A attached hereto and made a part hereof.

The undersigned is agent for the Mortgagor/Assignor named above for the purpose of submitting the enclosed documents for filing and recordation.

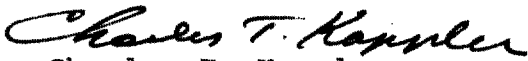
Also enclosed is a check in the amount of \$26 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary documents to appear in the Commission's Index is:

Supplement No. 17 dated August 26, 1988 to Schedule B Annexed to Bridge Loan, Chattel Mortgage and Security Agreement dated December 13, 1985; and Supplement No. 17 dated August 26, 1988 to Schedule I Annexed to Assignment of Leases dated as of December 13, 1985, covering the addition of four hundred thirty-nine (439) railroad covered hopper cars and tank cars bearing ACFX marks and numbers.

Very truly yours,


Charles T. Kappler

Enclosures

EXHIBIT A

Schedule I

<u>CAR NUMBERS</u>	<u>NO. OF CARS</u>	<u>AAR DESIG.</u>	<u>COST</u>
72656	1	T053	\$ 44,600
72591	1	T104	67,851
72680	9	"	328,662
72686			
72690 - 72691			
72693 - 72697			
72516 - 72522	15	T106	752,745
72525			
72527 - 72529			
72532 - 72533			
72536 - 72537			
72757	1	T107	61,469
77409	1	T564	57,333
77417 - 77425	9	"	398,934
41137	4	C214	184,480
41148 - 41149			
41155			
41185 - 41188	4	"	183,204
41501 - 41550	50	"	2,433,450
41675 - 41725	69	"	3,215,952
41728			
41730 - 41741			
41744			
41746 - 41749			
41752 - 41799	48	"	2,256,912
41800 - 41809	10	"	466,340
64961 - 64962	38	"	1,743,516
64964 - 64965			
64967			
64970			
64972 - 64973			
64976 - 64978			
64983 - 64985			
64987 - 65010			

<u>CAR NUMBERS</u>	<u>NO. OF CARS</u>	<u>AAR DESIG.</u>	<u>COST</u>
64987 - 65010			
65146 - 65174 65181 65183 - 65198	46	C214	2,107,996
65551 - 65555 65558 - 65559 65561 65563 - 65564 65566 - 65567 65569 - 65579 65581 65584	25	"	1,185,975
51695	1	C614	61,319
51696 - 51700	5	"	317,455
51701 - 51715	15	"	986,445
51720 - 51732 51734 - 51760 51761 - 51777	57	"	3,646,290
51787 - 51790 51793 - 51794	6	"	388,134
41651 - 41674	24	C714	1,172,928
Total	<u>439</u>		<u>\$22,061,990</u>

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INTERSTATE COMMERCE COMMISSION

SUPPLEMENT TO BRIDGE LOAN, CHATTEL MORTGAGE
AND SECURITY AGREEMENT

SUPPLEMENT NO. 17
TO
SCHEDULE B
ANNEXED TO BRIDGE LOAN, CHATTEL MORTGAGE
AND SECURITY AGREEMENT
DATED DECEMBER 13, 1985
BETWEEN
ACF INDUSTRIES, INCORPORATED
("DEBTOR")
AND
NORSTAR BANK, INDIVIDUALLY AND AS AGENT ("AGENT")

WHEREAS, Debtor and the Agent (as successor in interest to Fleet National Bank) are parties to a certain Bridge Loan, Chattel Mortgage and Security Agreement dated December 13, 1985 (as heretofore amended, modified or supplemented, the "Loan Agreement") pursuant to which the Banks (as defined therein) have agreed to lend certain sums to Debtor (the "Loans");

WHEREAS, pursuant to the Loan Agreement, Debtor is obligated from time to time to deliver to the Agent this Supplement to Bridge Loan, Chattel Mortgage and Security Agreement, and it is a condition precedent to the obligation of the Banks to make or maintain the Loans that Debtor shall execute and deliver to the Agent this Supplement to Bridge Loan, Chattel Mortgage and Security Agreement;

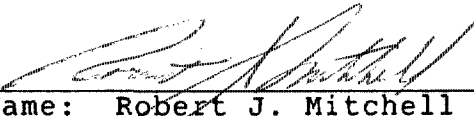
NOW, THEREFORE, the parties hereto hereby agree as follows:

1. Schedule B to the Loan Agreement is hereby amended and supplemented by the addition thereto of the following described Collateral (as defined in the Loan Agreement) with respect thereto, which additional Collateral is to be covered by the Loan Agreement and the liens and encumbrances created thereby:


See Schedule I annexed hereto and made a part hereof.

IN WITNESS WHEREOF, the parties hereto have caused
this Supplement to be duly executed this 26 day of August,
1988.

ACF INDUSTRIES, INCORPORATED

By 
Name: Robert J. Mitchell
Title: Treasurer

NORSTAR BANK, in its individual
capacity and as Agent

By 
Name:
Title: Vice President

By _____
Name:
Title:

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 26th day of August, 1988, before me personally came Robert J. Mitchell, to me known, who being to me duly sworn, did depose and say that he resides at 108 Hewlett Avenue, Merick, New York 11566, that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.

Kathleen M. Finn

KATHLEEN M. FINN
Notary Public, State of New York
No. 30-4800603
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires March 30, 1989

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 26 day of August, 1988, before me personally came Steven J. Molichare, to me known, who being to me duly sworn, did depose and say that she resides at 65 Harriet Rd. W. Babylon, N.Y. 11703, that she is a Vice President of NORSTAR BANK, the bank described in and which executed the foregoing instrument; and that she signed her name thereto by order of the board of directors of said bank.

Lillian Puccianello

LILLIAN PUCCIANELLO
Notary Public, State of New York
No. 21-8452255
Qualified in New York County
Commission Expires May 31, 1990

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this ____ day of August, 1988, before me personally came _____, to me known, who being to me duly sworn, did depose and say that he resides at _____, that he is a _____ of NORSTAR BANK, the bank described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said bank.

Schedule I

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